

3
NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

CORRECTION TO OIL, GAS, AND MINERAL LEASE MEMO

Reference is hereby made to that certain Oil and Gas Lease (hereinafter referred to as "Subject Lease Memo") dated the 22nd day of March, 2007, by and between John Villanueva, as Lessor, whose address is 2415 Refugio, Fort Worth, Texas 76106, and Western Production Company, as Lessee, whose address is 801 Cherry Street, Suite 3850, Unit 39, Fort Worth, Texas 76102, which lease is recorded in Document # D207119129 of the Public Records of Tarrant County, Texas.

WHEREAS, the Subject Lease Memo has been included in the following conveyances:

Conveyance by and between Western Production Company as grantor and Chesapeake Exploration L.L.C. as grantee recorded as Document No. D208022001 Deed Records, Tarrant County, Texas.

Partial Assignment by and between Chesapeake Exploration, L.L.C. as assignor and Total E&P USA, Inc. as assignee recorded as Document No. D210019134, Deed Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease.

WHEREAS, the aforementioned assignees and grantees are collectively referred to as "Assignees."

WHEREAS, the Leased Premises described in the Oil, Gas and Mineral Lease reads as follows:

Lots 1 and 2, Block 220, of the North Fort Worth Addition, an addition to the city of Fort Worth, Tarrant County, Texas, according to the Plat Recorded in Volume 63, Page 149, Plat Records, Tarrant County Texas;

Whereas it is the desire of said Lessor and Assignees to amend the description of the Subject Lease.

NOW THEREFORE, the undersigned do hereby delete the description in Paragraph No. 5 of Exhibit A of said lease as described above and in its place insert the following:

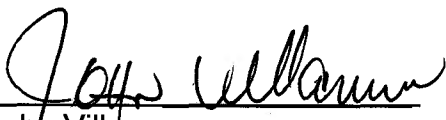
0.156 acres, more or less, out of the R.O. Reeves Survey, Abstract No. 1293, Tarrant County, Texas, being Block 220, Lots 1 and 2, North Fort Worth Addition, an Addition to the City of Fort Worth, Tarrant County, Texas, according to Plat and Dedication dated April 2, 1904, recorded in Volume 106, Page 119, Plat Records, Tarrant County, Texas;

Furthermore the undersigned do hereby ratify, adopt and confirm said Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Assignees, the present owner of the Subject Lease, the premises described above, subject to and in accordance with all of the terms and provisions of the Subject Lease as hereby amended.

This agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

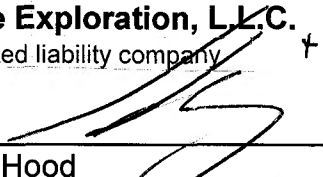
EXECUTED the 20 day of October, 2010, but for all purposes effective the 22nd day, of March 2007.

Lessor: John Villanueva


John Villanueva

Assignee:

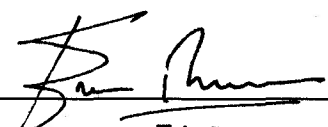
Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood
Its: Senior Vice President Land
and Legal & General Counsel

*H
S
CM*

Assignee:

TOTAL E&P USA, INC., a Delaware corporation

By: 
Eric Bonnin
Vice President, Business Development & Strategy

W

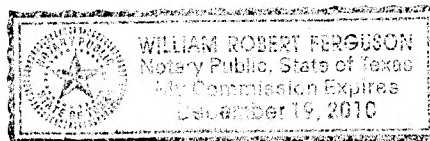
Acknowledgments

STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on 20 day of October, 2010,
by John Villanueva.

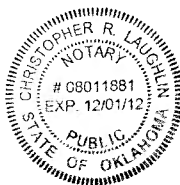

Notary Public State of Texas



STATE OF OKLAHOMA)
)
 COUNTY OF OKLAHOMA) §

This instrument was acknowledged before me on this 13th day of December, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

Christopher R. Laughlin



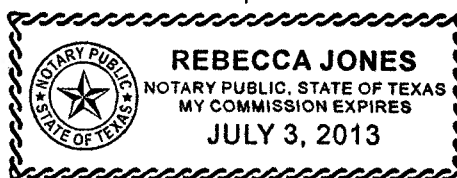
Notary Public
 My Commission Expires: _____
 Commission Number: _____

STATE OF TEXAS)
)
 COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 17th day of January, 2010, by Eric Bonnin, Vice President, Business Development & Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

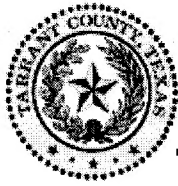
Rebecca Jones

Notary Public in and for the State of Texas



MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE PROPERTY SRVS

500 TAYLOR ST # 600
FT WORTH, TX 76102

Submitter: DALE PROPERTY SERVICES
LLC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 2/23/2011 11:47 AM

Instrument #: D211043111

LSE

4

PGS

\$24.00

By: _____

Mary Louise Garcia

D211043111

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: AKCHRISTIAN